

NOBLE ENERGY INC
Form 4
May 20, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BULLINGTON ALAN R

(Last) (First) (Middle)

100 GLENBOROUGH DRIVE,
SUITE 100

(Street)

HOUSTON, TX 77067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOBLE ENERGY INC [NBL]

3. Date of Earliest Transaction
(Month/Day/Year)

05/16/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

Retired Sr. VP International

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) | Price | | |
| Noble Energy, Inc. Common Stock | | | | | 8,232 ⁽¹⁾ | I | 401(k) |
| Noble Energy, Inc. Common Stock | 05/16/2008 | | M | 12,872 A | \$ 22.23 | 45,578 | D |
| Noble Energy, | 05/16/2008 | | M | 15,580 A | \$ 29.87 | 61,158 | D |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|--------|---|
| Inc. Common Stock | | | | | | | |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 3,298 | D | \$ 99.79 | 57,860 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 500 | D | \$ 99.82 | 57,360 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 300 | D | \$ 99.83 | 57,060 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 600 | D | \$ 99.84 | 56,460 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 600 | D | \$ 99.85 | 55,860 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 2,280 | D | \$ 99.86 | 53,580 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 1,542 | D | \$ 99.87 | 52,038 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 800 | D | \$ 99.88 | 51,238 | D |
| Noble Energy, Inc. | 05/16/2008 | S | 1,100 | D | \$ 99.89 | 50,138 | D |

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|---|------------|---|-------|---|-------------|--------|---|
| Common Stock | | | | | | | |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 700 | D | \$ 99.9 | 49,438 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 502 | D | \$ 99.91 | 48,936 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 2,100 | D | \$ 99.92 | 46,836 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 100 | D | \$ 99.93 | 46,736 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 500 | D | \$ 99.94 | 46,236 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 300 | D | \$ 99.96 | 45,936 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 100 | D | \$ 99.97 | 45,836 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 300 | D | \$ 99.98 | 45,536 | D |
| Noble Energy, Inc. Common | 05/16/2008 | S | 1,100 | D | \$ 99.64 | 44,436 | D |

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| | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|--------|---|
| Stock | | | | | | | |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 1,584 | D | \$ 99.65 | 42,852 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 3,216 | D | \$ 99.66 | 39,636 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 1,400 | D | \$ 99.68 | 38,236 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 1,600 | D | \$ 99.71 | 36,636 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 788 | D | \$ 99.72 | 35,848 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 1,500 | D | \$ 99.73 | 34,348 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 500 | D | \$ 99.75 | 33,848 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 800 | D | \$ 99.77 | 33,048 | D |
| Noble Energy, Inc. Common Stock | 05/16/2008 | S | 222 | D | \$ 99.78 | 32,826 | D |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option Grant (right to buy) | \$ 22.23 | 05/16/2008 | | M | 12,872 | 02/01/2005 02/01/2014 | Noble Energy, Inc. Common Stock 12,872 |
| Employee Stock Option Grant (right to buy) | \$ 29.87 | 05/16/2008 | | M | 15,580 | 02/01/2006 02/01/2015 | Noble Energy, Inc. Common Stock 15,580 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BULLINGTON ALAN R
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Retired Sr. VP
International

Signatures

Arnold J. Johnson,
Attorney-in-Fact

05/20/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Holdings under the Company's 401(k) Plan are reported in units by the plan administrator. The units represent shares of Company
(1) common stock. The number of shares represented by the units is based upon the plan statement as of May 16, 2008 and calculated by dividing the aggregate unit balance under the 401(k) by the closing price of the Company's common stock on that date.

Remarks:

Column 5 of the last row of Table 1 includes 26,098 restricted shares of Noble Energy, Inc. Common Stock.

Mr. Bullington retired from the Company effective May 1, 2008 and is no longer subject to Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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